



First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018-4214
Tel 847 318-7575
Fax 847 318-7588

VIA UPS NEXT DAY AIR

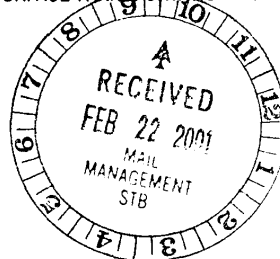
February 21, 2001

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

RECORDATION NO. 23385 FILED

FEB 23 '01 3:00 PM

SURFACE TRANSPORTATION BOARD



Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated August 14, 2000, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Tate & Lyle North American Sugars, Inc
3900 E. Mexico Ave., Ste. GL 10
Denver, CO 80210

A description of the railroad equipment covered by the enclosed document is thirty (30) 4650 cubic foot covered hopper cars, with car numbers FURX 816001-816088, non-inclusive.

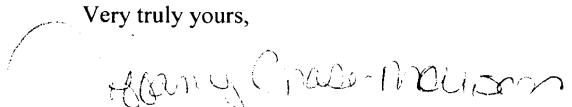
A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and Tate & Lyle North American Sugars, Inc., Lessee, covering 30 4650 cubic foot covered hopper cars, with car numbers FURX 816001-816088, non-inclusive.

Also enclosed is a check in the amount of \$27.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,


Tiffany Chase-Morrison
Manager of Documentation

Enclosures

(TALY001)

RECORDATION NO. 23385 FILED

ASSGN. NO.: TALY001

FEB 23 '01 3:00 PM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 14th day of August, 2000, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Tate & Lyle North American Sugars, Inc. ("Lessee"), a Delaware corporation. SURFACE TRANSPORTATION BOARD

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 1, 2000, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of June 9, 2000 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

By: T. Morrison

Name: T. Morrison

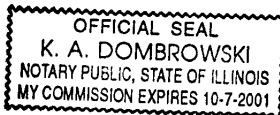
Title: Mgr. of Documentation Executed on this 14th day of Aug., 2000.

[CORPORATE SEAL]

STATE OF ILLINOIS
COUNTY OF COOK

I, K.A. Dombrowski, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 14th day of August, 2000.

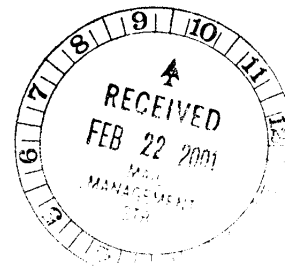


K.A. Dombrowski
Notary Public

My Commission Expires:

10-7-2001

(Notary Public)



TALY001

LESSEE:

TATE & LYLE NORTH AMERICAN SUGARS, INC.

By: Juan B Bush

Name: FRANK B. BUSH

Title: VICE PRESIDENT

ATTEST:

By: N.C. Whitehouse

Name: N.C. WHITEHOUSE

Title: MP6 - RAIL & INTERMODAL TRANSPORTATION Executed on this 3RD day of AUGUST, 2000.

[CORPORATE SEAL]

STATE OF Colorado

COUNTY OF Denver

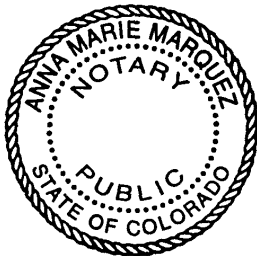
I, Anna Marie Marquez, a Notary Public of the County and State aforesaid, certify that Frank B. Bush personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 3rd day of August, 2000.

Anna Marie Marquez
Notary Public

Commission Expires:

(Notary Public)



My Commission Expires 07/05/2004

**EXHIBIT A
TO
MEMORANDUM OF LEASE**

DESCRIPTION OF CARS: 4650 cubic foot covered hoppers equipped with gravity
pneumatic gates, food grade lining, 6 round hatches down
center line, loading to 268,000 pounds, ACF built

CAR NUMBERS: See below:

FURX	816001
FURX	816004
FURX	816009
FURX	816012
FURX	816013
FURX	816016
FURX	816017
FURX	816018
FURX	816019
FURX	816023
FURX	816029
FURX	816039
FURX	816041
FURX	816045
FURX	816046
FURX	816047
FURX	816049
FURX	816050
FURX	816053
FURX	816057
FURX	816064
FURX	816075
FURX	816076
FURX	816077
FURX	816080
FURX	816081
FURX	816082
FURX	816085
FURX	816086
FURX	816088

Count: 30